

BHARAT PARENTERALS LIMITED

(CIN:- L24231GJ1992PLC018237)

Regd office:- Survey No. 144A, Jarod-Samlaya Road, Haripura, Savli, Vadodara, Gujarat, India, 391520

Tel:- +91 990998233, **Email:-** info@bplindia.in, cs@bplindia.in

Website:- <https://www.bplindia.in>

NOTICE

BHARAT PARENTERALS LIMITED

NOTICE is hereby given that the Extra-ordinary General Meeting ("EoGM") of the members of **Bharat Parenterals Limited (CIN: L24231GJ1992PLC018237)** ("**the Company**") is scheduled to be held on **Tuesday, the 21st May, 2024 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following businesses:

SPECIAL BUSINESS:

1. TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT TO ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an "**ORDINARY RESOLUTION**":

"RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, ("**the Act**") read with the rules framed thereunder (including any statutory modification(s) or enactment(s) thereof for the time being in force), based on the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 6,30,00,000/- (Rupees Six Crores Thirty Lakhs only) divided into 63,00,000 equity shares of Rs. 10/- (Rupees Ten) each to Rs. 8,00,00,000 (Rupees Eight Crores only) divided into 80,00,000 equity shares of Rs.10/- (Rupees Ten only) each, by creation of additional Equity Shares amounting to Rs. 1,70,00,000/- (Rupees One Crores Seventy Lakhs Only) divided into 17,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each raking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Article of Association of the Company;

RESOLVED FURTHER THAT, pursuant to Section 13 and other applicable provisions, if any, of the Act ("the Act"), the consent of the Shareholders of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with following new Clause:

"V. The Authorized Share Capital of the Company is Rs. 8,00,00,000 (Rupees Eight Crores only) divided into 80,00,000 equity shares of Rs.10/- (Rupees Ten only)"

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RESOLVED FURTHER THAT any one of the present Directors of the Company be and are hereby severally authorized to sign, execute and file the necessary documents/ form (s) with the stock exchange and Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

2. TO APPROVE ISSUANCE OF EQUITY SHARES FOR CASH CONSIDERATION ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **“SPECIAL RESOLUTION”**:

“RESOLVED THAT, pursuant to the provisions of Sections 23, 42, 62(1)(c) and 179 (3)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulation, 2018 (**“SEBI ICDR Regulation”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI Listing Regulations”**) as amended from time to time the other rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively, the “Acts & Rules”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot up to approximately 7,23,607 (Seven Lakhs Twenty-Three Thousand Six hundred and Seven) fully paid-up Equity Shares of with a face value of Rs. 10 (Rupees Ten only) each (“Equity Shares”) at a price of Rs. 1,356.40 (Rupees One Thousand and Three Hundred and Fifty-six point forty paise) (including a premium of Rs. 1,346.40 (Rupees One Thousand and Three Hundred and Forty-six point forty paise) per Equity Share aggregating to Rs. 98,15,00,000/- (Rupees Ninety-Eight Crores and Fifteen Lakhs Only) in one or more tranches, to the following proposed Allottees as table below who are not

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promoters and not belong to the promoters and the promoters group as per the particulars set out below by way of preferential basis / on private placement basis (“the Preferential Allotment”): -

Sr. No.	Name of Allottees	No of Equity Shares	Address	PAN no	Face Value	Total Amount of consideration [Rs.]
<u>AS mentioned in Annexure -I</u>						

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulation, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as Sunday, the 21st April, 2024,

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- a) The Allotment of Equity Shares shall only be made in dematerialized form;
- b) Each of the Proposed Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof;
- c) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottees;
- d) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove;
- e) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations;

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- f) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- g) The Equity Shares so offered, issued and allotted will be listed on the BSE and, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- h) Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

RESOLVED FURTHER THAT pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the Preferential Allotment offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same;

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe Equity Shares and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

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RESOLVED FURTHER THAT the monies to be received by the Company from the Subscribers for application of the securities pursuant to this Preferential Allotment shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Act;

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any Director, Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

FOR AND ON BEHALF OF DIRECTORS

Date: 29/04/2024

Place: Vadodara

Sd/-

Mr. Bharat Desai
Chairman

Registered office:

BHARAT PARENTERALS LIMITED

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Add: Survey No. 144-A, Jarod-Samlaya Road, Vill.
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IMPORTANT NOTES: -

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (**'MCA'**) has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 December 14, 2021 and May 5, 2022 and 09/2023 dated September 25, 2023 respectively ("MCA Circulars") and SEBI circulars, permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015') and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'E-EGM').
2. The deemed venue for e-EGM shall be the registered office of the Company i.e. Survey No. 144-A, Jarod-Samlaya Road, Vill. Haripura, Tal. Savli, Vadodara-391520, Gujarat, India.
3. Members attending the e-EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the EOGM is being held through VC/ OAVM pursuant to the relevant MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. In pursuance of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the EOGM held through VC or OAVM.
5. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative to attend the e-EGM on its behalf and to vote in the e-EGM.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), is attached with this Notice of e-EGM.

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7. The facility of joining the e-EGM through VC /OAVM will be opened 30 minutes before and will be open up to 15 minutes after the scheduled start time of the E-EGM,
8. Notice of the e-EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the e-EGM has been uploaded on the website of the Company at www.bplindia.in.
9. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with cs@bplindia.in
10. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialize their physical holdings.
11. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Survey No. 144-A, Jarod-Samlaya Road, Vill. Haripura, Tal. Savli, Vadodara-391520, Gujarat, India.
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode, and shall remain open and be accessible to any member during the continuance of the meeting.
13. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to cs@bplindia.in during the period starting from May 16, 2024 (09:00 a.m.) to May 20, 2024 (5:00 p.m.). The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.

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14. The Register of Members and Share Transfer Books of the Company will remain closed from May 14th, 2024 to May 21, 2024 (both days inclusive) for the purpose of e-EGM.

15. In conformity with the applicable regulatory requirements, the Notice of this e-EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

1. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, 18th May, 2024 and will end at 5:00 p.m. on Monday, 20th May, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th May, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th May, 2024.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the during the meeting.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.





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	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**Steps to Log-in to NSDL e-Voting website:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

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	12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 126232 then user ID is 121808001***</p>

5. Password details for shareholders other than Individual shareholders are give below:
- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Regd office:- Survey No. 144A, Jarod-Samlaya Road, Haripura, Savli, Vadodara, Gujarat, India, 391520

Tel:- +91 990998233, **Email:-** info@bplindia.in, cs@bplindia.in

Website:- <https://www.bplindia.in>

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjigartrivedi@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sachin Kareliya at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@bplindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to respective DP. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed

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under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@bplidnia.in. The same will be replied by the company suitably.

FOR AND ON BEHALF OF DIRECTORS

Date: 29/04/2024

Place: Vadodara

Sd/-

Mr. Bharat Desai

Chairman

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**1. TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND
CONSEQUENT TO ALTERATION OF CLAUSE V OF MEMORANDUM OF
ASSOCIATION OF THE COMPANY:**

The Authorized Capital of your Company as on date is Rs. 6,30,00,000 consisting of 63,00,000 Equity Shares of Rs. 10 each.

Further, the Paid-up Equity Share Capital of your Company is Rs. 5,81,96,660 consisting 58,19,666 Equity Shares of Rs. 10 each. It is proposed to increase the Authorized Share Capital of your Company from Rs. 6,30,00,000 to Rs. 8,00,00,000 and for that purpose, the Memorandum of Association of your Company is to be suitably amended by increasing the Authorized Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for amending the Capital clause of the Memorandum of Association of the Company. None of the Directors of your Company is, in any way, concerned or interested in this

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resolution. Draft copy of altered Memorandum of Association can be inspected by the members during the business hours up to up to the date of meeting at Registered office of the company.

The Board of Directors accordingly recommends the resolution for your approval as Ordinary Resolution.

None of the Directors and Key Managerial Personnel or Senior Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding in the Company, if any.

2. TO APPROVE ISSUANCE OF EQUITY SHARES FOR CASH CONSIDERATION ON PREFERENTIAL BASIS:

In order to meet the capital Adequacy for Expansion of business, investment in subsidiary company and for meeting requirements of funds for general corporate purposes of the Company, the Board of Directors at its Meeting held on 29.04.2024 proposed to raise capital by creation, issue, offer and allot up to approximately 7,23,607 (Seven Lakhs Twenty-Three Thousand Six hundred and Seven) fully paid-up Equity Shares of with a face value of Rs. 10 (Rupees Ten only) each ("Equity Shares") at a price of Rs. 1,356.40 (Rupees One Thousand and Three Hundred and Fifty-six point forty paise) (including a premium of Rs. 1,346.40 (Rupees One Thousand and Three Hundred and Forty-six point forty paise) per Equity Share aggregating to Rs. 98,15,00,000/- (Rupees Ninety-Eight Crores and Fifteen Lakhs Only) in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended, by way of preferential allotment on private placement basis to the following proposed investors:

Sr. No.	Name of Allottees	No of Equity Shares	Category	Total Amount og consideration [INR.]
	As Per the Annexure-I			

The Equity Shares, if any, allotted in the Offer shall rank pari-passu in all respects with the existing equity shares. The management proposes to use the proceeds from the Offer for expansion of business, investment in subsidiary company and for meeting requirements of funds for general corporate purposes of the Company which will be identified by the Board.

Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Chapter V - Preferential Issue of the SEBI ICDR Regulations as amended,. Also, an offer or invitation to subscribe securities under the

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private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws. ttees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

Further details of the proposed offer are disclosed below:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated April 29, 2024 accorded its approval for raising funds by issue, offer and allot up to up to approximately 7,23,607 (Seven Lakhs Twenty-Three Thousand Six hundred and Seven) fully paid-up Equity Shares of with a face value of Rs. 10 (Rupees Ten only) each ("Equity Shares") at a price of Rs. 1,356.40 (Rupees One Thousand and Three Hundred and Fifty-six point forty paise) (including a premium of Rs. 1,346.40 (Rupees One Thousand and Three Hundred and Forty-six point forty paise) per Equity Share. The Equity Shares, if any, allotted in the Offer shall rank in all respects pari-passu with the existing equity shares.

2. The objects of the issue:

The proceeds from the issue will be utilized for the purpose of Explanation of business, investment in subsidiary company and for meeting requirements of funds for general corporate purposes of the Company.

3. Maximum number of specified securities to be issued and offered and price or price band at/which the allotment is proposed;

The Company proposes to offer, issue and allot in aggregate up to 7 up to approximately 7,23,607 (Seven Lakhs Twenty-Three Thousand Six hundred and Seven) fully paid-up Equity Shares of with a face value of Rs. 10 (Rupees Ten only) each ("Equity Shares") at a price of Rs. 1,356.40 (Rupees One Thousand and Three Hundred and Fifty-six point forty paise) (including a premium of Rs. 1,346.40 (Rupees One Thousand and Three Hundred and Forty-six point forty paise) per Equity Share.

4. The total number of shares to be issued:

7,23,607 Equity Shares having face value of Rs.10/- each.

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5. Kinds of securities offered and the price at which security is being offered:

7,23,607 Equity Shares of Rs. 10 each cash with a premium of Rs. 1346.40 per share, ranking pari passu with the existing Equity Shares are offered on preferential basis.

6. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

Price arrived as per Method mentioned in Valuation report as provided in the valuation report issued by CA Snehal Shah, dated 27th April, 2024. A copy of the valuation report dated 27th April, 2024 is available for inspection at the Registered Office of the Company during business hours from 9:00 A.M. to 6:00 P.M.

7. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by CA Snehal Shah, Registered valuer having Reg. no IBBI/RV/06/2019/11772 a Registered Valuer having office at Vadodara

8. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

Not applicable

9. Relevant date with reference to which the price has been arrived at:

April 21st, 2024 being 30 days previous to the date of General Meeting.

10. Amount which the company intends to raise by way of such Securities:

INR 98,15,00,000/- (Rupees Ninty Eight Crores and Fifteen Lakhs Only).

11. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue]

Category of Shareholding	No. of Shares	Nominal Value of Shares	Percentage
Promoters	4264081	42640810	65%
Private Investor	729873	7298732	11%
Public	1555585	15555850	24%
Total	6549539	65495392	100%

12. Material terms of raising such securities:

Issue and Allotment of 730089 Equity Shares at INR 1356 (Rupees One Thousand Three Hundred and Fifty-Six only) including a premium of INR 1346 (Rupees One Thousand Three Hundred and Forty-six) per Equity Share to be done in one or one tranche, as may be applicable.

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13. Lock In Period

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

14. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;

Not applicable

15. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees

Not applicable

16. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

Not Applicable

17. Proposed time schedule:

Within 15 (Fifteen) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

18. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

19. Principle terms of assets charged as securities:

Not Applicable

20. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Non Promoter

**21. The class or classes of persons to whom the allotment is proposed to be made:
???????**

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22. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

23. The proposed time within which the allotment shall be completed:

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

24. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of Proposed Allottees	% of Post offer
1.	Allotees as mentioned in Annexure-I	11%

25. The change in control, if any, in the company that would occur consequent to the preferential offer:

No change in control.

26. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

27. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, as the equity shares are issued by way of Consideration in Cash only.

28. The pre-issue and post issue shareholding pattern of the company: Annexure A

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 9:00 A.M. to 6:00 P.M.

The Board of Directors accordingly recommends the resolution for your approval as Special Resolution.

1 Resolution.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.2.

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FOR AND ON BEHALF OF DIRECTORS

Sd/-

Mr. Bharat Desai

Chairman

Registered office:

BHARAT PARENTERALS LIMITED

CIN: L24231GJ1992PLC018237

Add: Survey No. 144-A, Jarod-Samlaya Road, Vill.

Haripura, Tal. Savli, Vadodara-391520, Gujarat,

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Category of Shareholding	No. of Shares	Nominal Value of Shares	Percentage
Promoters	4264081	42640810	73%
Public	1555585	15555850	27%
Total	5819666	58196660	100%

New Shareholding Pattern after allotment

Category of Shareholding	No. of Shares	Nominal Value of Shares	Percentage
Promoters	4264081	42640810	65%
Private Investor	729873	7298732	11%
Public	1555585	15555850	24%
Total	6549539	65495392	100%

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Sr .No.	Name Of the Company	Type of Entity	PAN No	No .
1	NEO APEX SHARE BROKING SERVICES LLP	LLP	AAUFN3765H	88469.48
2	AJEET JALAN	Individual	ACHPJ1906D	29489.83
3	AMRUTLAL NARANDAS GANATRA HUF	HUF	AABHA4652D	7372.457
4	Rajiv Agarwal	Individual	AACPA27545E	7372.457
5	Ashish Kacholia	Individual	AADPK0757F	129018
6	Himalaya Finance & Investment Co	Partnership Firm	AACFH1077Q	129018
7	Samedh Trinity Partners	Partnership Firm	AEKFS7313C	2211.737
8	Anupam Agarwal	Individual	AZUPA7567K	1843.114
9	Mitul Mehta	Individual	AFFPM8829K	1474.491
10	Heetaben Amar Maurya	Individual	ARKPM2442B	1105.868
11	Incipience Dealers LLP	Individual	AAGFI5737E	1474.491
12	Reshma Kukreja	Individual	AJFPK8842G	1105.868
13	Sarita Dayma	Individual	AFOPD9276J	2064.288
14	CHARU SEHGAL	Individual	AFGPS9598L	7372.457
15	Kaushal Nathani	Individual	CTFPN6203A	2211.737
16	Shantilal B Rawal	Individual	AAAPR8089C	1474.491
17	KARAN ARORA	Individual	AFWPA5527M	1474.491
18	ZARANA ARORA	Individual	AAEPS6891D	1474.491
19	DHIRAJLAL SHAH	Individual	AAEPS6890C	1474.491
20	KETKI D. SHAH	Individual		1474.491
21	Kalpna Tushar Vora	Individual	AACPV9319H	1843.114
22	Mrs ELLA MITAL- First holder & (JOINT A/C WITH SHEKHAR MITAL)	INDIVIDUAL	AKWPM4382K	7372.457
23	Sejal Arunkumar Shah	Individual	BBWPS5943L	1843.114
24	METAROLLS ISPAT PRIVATE LIMITED	Private Limited	AADCM3474C	11058.68
25	VIRAL KISHORKUMAR SHAH	Individual	BIGPS3953M	1843.114
26	Overseas Health Care Private Limited	Corporate	AAACO1558J	22117.37
27	RAHUL SONI	Individual	AXDPS3498Q	7372.457
28	Abhimanyu Sofat	Individual	AOBPS6456F	7372.457
29	Hanuman Shrikrishna Harlalka	Individual	ABCPH5876Q	1990.563
30	UMA Sethia	INDIVIDUAL	AJQPS6575D	2506.635
31	Sanjiv Navinchandra Shah	INDIVIDUAL	AAESP8527Q	7372.457
32	Viranchi Mehta	INDIVIDUAL	BCFPM3641B	7372.457
33	Girish Mehta	INDIVIDUAL	AADPM3942Q	7372.457
34	Namrata Dhruvesh Sanghvi	IND	BCPPS1069H	5971.69
35	Anil H Sanghvi	IND	ALHPS8696J	5971.69

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36	Ural Doshi	IND	ALHPD6868M	1843.114
37	Mansukhlal Kamdar NRE	NRI - NRE	AMAPK4613M	1843.114
38	Bharat Doshi NRE	NRI - NRE	AJSPD4849F	1843.114
39	Ritesh Dugar NRE	NRI - NRE	AALPD6675K	1843.114
40	Rita Rajendra Shah	IND	AAQPS0120D	2211.737
41	Everlon Financials Ltd	Corporate	AAACE0860H	2580.36
42	Rakesh Chandra NRO	NRI - NRO	AAVPC4406B	1843.114
43	Anjali Dhiteh Shah	IND	AAKPS2429K	1843.114
44	Jasmina Samir Shah	IND	ALYPS0093G	1474.491
45	Manan Thakkar	IND		5971.69
46	Lalit C Shah	IND	AADPS2044R	1843.114
47	Harshil Kothari NRE	NRI - NRE		7372.457
48	Ishita Yatin Mota	IND	BUZPS3251F	1843.114
49	Ashok Sanghavi	IND	AAGPS3837D	1843.114
50	Ruchita ganatra	individual	allpg6201f	2432.911
51	Bhagwan Singh	Individual	CHEPS0730G	11058.68
52	Vipin Kumar Vindal	Individual	AEUPV2817A	14744.91
53	BRJ Resources pvt ltd	Company	AAJCB4459L	7372.457
54	Bajrang Omprakash Bafna HUF	Individual HUF	AAKHB9400R	1843.114
55	Vashuki India Trust	Company	AADTV5112F	36862.28
56	Bharat Asan Binyani	Individual	AFBFB876H	1843.114
57	Praduman Singh	Individual		7372.457
58	Gunchandra Chunilal Mehta HUF	Individual HUF	AABHM0539H	3686.228
59	Ankit Babel	Individual	AJAPB5951E	1843.114
60	HARSIMRIT KAUR	Individual	AJHPK1859M	7003.834
61	iOCFO CONSULTING PRIVATE LIMITED	Private Limited	AADCI5177J	1474.491
62	SHAKTI FINVEST PARTNERS	PARTNERSHIP FIRMS	ADIFS9624B	18431.14
63	JAI AMBE PARTNERS	PARTNERSHIP FIRMS	AANFJ0608C	18431.14
64	Nipun Arora	Individual	AHXPA5331J	5160.72
65	Himani Shah	Individual	AKPPD8717Q	1843.114
66	Arun Jayantilal Shah	Individual	AAEPS2190K	1843.114
67	Hina Jayesh Parekh	Individual	AHPPP6978A	14744.91
68	Adhiraj Patel	Individual	AYWPP6214F	3686.228
69	Rahul D Khivasara	Individual	AMMPK6834A	3686.228
70	Krish Kothari	Individual	BCAPK8698B	1843.114
71	Alok kothari	Individual	AADPK9263C	1843.114